


POWER OF ATTORNEY

General and Durable

BK 77 PG 101
W.E. DAVIS, CLK.

I, **KNOW ALL MEN BY THESE PRESENTS**, that I, **D. Virginia Hoing**, the undersigned principal, a resident of Desoto County, Mississippi do hereby appoint, **Sibyl Hoing Spencer** to be my true and lawful attorney-in-fact to act in my name, place and stead and on my behalf to do and execute all or any of the following acts, deeds and things, to-wit:

- a. To exercise, do or perform any act, right, power, duty or obligation whatsoever that I now have or may acquire the legal right, power or capacity to exercise, do or perform in connection with, arising out of or relating to any person, item, thing, transaction, business property, real or personal, tangible or intangible, or matter whatsoever;
- b. To ask for, demand, sue for, recover, collect, receive and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, insurance benefits and proceeds, documents of title, chooses in action, personal and real property, tangible and intangible property and property rights, and all demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which now or hereafter shall be or become due, owing, payable or belonging to me in or by any right, title, ways or means howsoever, and upon receipt thereof or of any part thereof, to make, sign, execute and deliver such receipts, releases or other discharges for the same as my said attorney-in-fact shall think fit or be advised;
- c. To commerce, prosecute, discontinue or defend all actions or other legal proceedings touching my estate or any part thereof or touching any matter in which I or my estate may be in any way concerned; and to have, sue and take all lawful, ways and means and legal or equitable remedies, procedures and writs in my name for the collection or recovery of any item or matter in which I have or may acquire an interest and to compromise, settle and agree for the same and to make, execute and deliver for me in my name all endorsements, acquittance, releases, receipts or other sufficient discharges for the same;
- d. To lease, purchase, exchange and acquire and to bargain, contract, and agree for the lease, purchase and exchange and/or acquisition of and to take, receive and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my attorney-in-fact shall deem proper;
- e. To enter into and upon all and each of my real property, and to let, manage and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon;
- f. To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as my attorney-in-fact shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warrant or otherwise as my attorney-in-fact shall see fit, and to give receipts for all or any part of the purchase price or other considerations;


Signature of Principal


Sibyl H. Spencer

- g. To engage in and actively transact any and all lawful business of whatever nature or kind for me and in my name;
- h. To sign, endorse, execute, acknowledge, deliver, receive and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposits in, or certificates of deposit or banks, savings and loan or other institutions or associations, proofs of loss, evidences of debt, or releases and satisfaction of mortgages, judgments liens, security agreements and other debts and obligations, and other instruments in writing of whatever kind and nature as maybe necessary or proper in the exercise of the rights and powers herein granted;
- i. To deposit any monies which may come to my attorney-in-fact as such attorney-in-fact with any bank or banker or other person in my name, and to employ or expend as my attorney-in-fact shall think fit any of such money or any other money to which I am entitled which now is or shall be so deposited; to withdraw, in the payment of any debts, or interest payable by me, or taxes, assessments, insurance and expenses due and payable or to become due and payable on account of my real and personal estate, or in the name of any nominee in any stocks, shares, bonds, securities or other property, proper, and to receive and give receipts for any income or dividend arising from such investments, and to vary or dispose of such investments;
- j. To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney-in-fact may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements and other instruments which may be necessary or proper;
- k. To engage, employ and dismiss any agents, clerks, servants, attorneys-at-law, accountants, investment advisors, custodians or other persons in and about the performance of these presents as my attorney-in-fact shall think fit;
- l. To vote at the meetings of stockholders or other meeting of any corporation or company, or otherwise to act as my attorney-in-fact or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments;
- m. To exercise any powers and any duties vested in me, whether solely or jointly, with any other fiduciary capacity, so far as such power or duty is capable of validly being delegated;
- n. To institute or to continue any annual gift program to my children or my grandchildren, or any other descendants (by birth or adoption) or any one or more of them, by transferring to one or more of these donees such cash, stocks, bonds, securities or other property and interests in property (consisting of any property, real, personal or mixed, or whatsoever kind, wheresoever located and whensoever acquired) as and when my attorney-in-fact may think proper, but never to exceed the value of \$10,000 per donee per calendar year;

Signature of Principal

Sidney H. Spencer

- o. In general, to do all other acts, deeds, matters and things whatsoever in or about my estate, property and affairs, or to concur with persons jointly interested with myself therein in doing all acts, deeds, matters and things herein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do on my own if personally present and competent.
2. **Successor Attorney-in-Fact.** My attorney-in-fact is appointed with full power of substitution which empowers my said attorney-in-fact to appoint a successor or successors to act individually or jointly as my attorney-in-fact shall designate.
3. **Construction as to Gender, Etc.** Any reference in this power of attorney to any gender shall be deemed to include any other gender, and a reference to the singular shall include the plural, and vice-versa, unless the context indicates that such reading would be inappropriate.
4. **Joint Attorneys-in-Fact.** If I have appointed more than one attorney-in-fact to serve jointly hereunder, they must act jointly and unanimously.
5. **This Instrument Construed to be a General and Durable Power of Attorney.** This instrument is to be construed and interpreted as a general and durable power of attorney. The enumeration of specific items, acts, rights or powers herein does not limit or restrict and it is not to be construed or interpreted as limiting or restriction the general and durable power to my attorney-in-fact.
6. **Revocation of Power of Attorney.** This general and durable power of attorney revokes any previous powers of attorney granted by me. This general and durable power of attorney may not be revoked without approval of the attorney-in-fact.
7. **Subsequent Mental or Physical Debility.** In the event of my subsequent mental or physical disability or incapacity, this general power of attorney shall remain in full force and effect and shall not be revoked by operation of law.
8. **Bond Waived.** My attorney-in-fact shall not be obligated to furnish bond or other security.
9. **Compensation of Attorney-in-Fact.** My attorney-in-fact shall be entitled to reasonable compensation for services rendered.
10. **Authority Limited for Tax Reasons.** Any authority granted to my attorney-in-fact shall be limited so as to prevent this power of attorney from causing my attorney-in-fact to be taxed on my income and from causing my estate to be subject to a general power of appointment by my attorney-in-fact, as that term is defined in Section 2041 of the Internal Revenue Code.
11. **Ratification of Action Taken by Attorney-in-Fact.** I hereby ratify and confirm all that my attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers granted herein.



Signature of Principal


Situhl H. Spencer

12. **Limitation on Ability to Amend/Revoke Living Will or Anatomical Gift.** In the event I have executed or subsequently execute a Living Will or a Document or Anatomical Gift, no attorney-in-fact named under this General Power of Attorney shall have the authority to amend or revoke the same.

13. **Indemnification of Attorney-in-Fact.** I hereby bind myself to indemnify my attorney-in-fact against any and all claims, demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorney's fees which my attorney-in-fact at any time may sustain or incur in connection with carrying out the authority granted in this power of attorney.

14. **Future Mental or Physical Debility.** In accordance with Section of the Mississippi Code my future mental or physical debility shall not revoke said power.

Dated this 27 day of Feb 1998.

Signature of Principal: 

D. Virginia Hoing

Patti J. Morris
Witness

Terma R. Higgins
Witness

Leona G. Vandergrift
Witness

STATE OF TENNESSEE)

COUNTY OF SHELBY) SS:

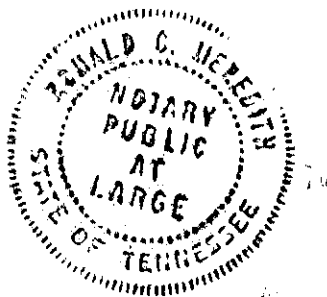
On this date before me, a Notary Public in and for said County and State, personally appeared the above named principal, **D. Virginia Hoing**, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that the execution of this instrument was done by said principal's free act and deed.

WITNESS my hand this 27th day of Feb, 1998.

Ronald C. Mureday
Notary Public

Date Commission Expires:

JAN 12, 2000



Prepared By:

Sibyl Spencer
243 Vista Ridge Dr.
Collierville, TN 38017

Signature of Principal